

TORONTO STOCK EXCHANGE

AMENDING FILING STATEMENT NO. 276.
FILED, MARCH 18th. 1965.

MIDRIM MINING COMPANY LIMITED

Full corporate name of Company

AMENDING FILING STATEMENT

(To be filed with respect to any change in a Filing Statement filed within a period of six months)

To be read in conjunction with Filing Statement No. 1254 dated February 5, 1965.

Brief statement of the material change in the affairs of the company in respect of which this amending filing statement is filed.	<p>(1) Assignment of 50% of outstanding options-see item 7 below.</p> <p>(2) Entering into of two working option agreements-see item 11 below.</p>
4. Share capitalization showing authorized and issued and outstanding capital.	The authorized capital of the Company consists of 5,000,000 shares of \$1.00 each of which 3,483,505 shares are issued and outstanding as fully paid and non-assessable. Subsequent to the date of this Amending Filing Statement an additional 200,000 shares of the Company were issued.
5. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	Referring to the Agreement dated February 5th, 1965 between the Company and Thomson Kernaghan & Co. Limited, acting on behalf of clients, options are presently outstanding to purchase 600,000 shares of the Company as follows: 200,000 shares of the Company at 37½¢ per share exercisable on or before August 11, 1965; 200,000 shares of the Company at 42½¢ per share exercisable on or before November 11, 1965 and 200,000 shares of the Company at 47½¢ per share on or before February 11, 1966. Subsequent to the date of this Amending Filing Statement the option referred to above comprising 200,000 shares at 37½¢ per share was exercised.
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	As indicated in item 7 of the Filing Statement, Thomson, Kernaghan & Co. Limited were holding the benefit of options referred to in item 6 for Jefco Holdings Limited. Jefco Holdings Limited has assigned a 50% interest in the above options to World Explorations Limited, 917 Vancouver Block, 736 Granville Street, Vancouver, British Columbia, and so far as the Company is aware the only person holding a greater than 5% interest in World Explorations Limited is Archie MacGillivray, 736 Granville Street, Vancouver, British Columbia. In consideration of such assignment World Explorations Limited has agreed upon the acceptance for filing of this Amending Filing Statement to exercise the option assigned to it and comprising 100,000 shares of the Company at 37½¢ per share, and contemporaneously Jefco Holdings Limited has also agreed to exercise its option comprising 100,000 shares of the Company at 37½¢ per share.
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company also plans to carry out development work on the Mining Claims now under option to the Company and referred to in item 11 below. Monies in the Company's treasury and monies to be received from the sale of treasury shares will be used for the purposes set forth in item 9 of the Filing Statement as well as to make the initial payments aggregating \$1,500 under the Agreements referred to in item 11 and to pay for development work to be carried out on these Mining Claims. Due to the impending Spring break-up a preliminary electromagnetic survey was carried out on the Melba Township Mining Claims and a contract has been let for 1,200 feet of preliminary diamond drilling. This diamond drilling is primarily for geological information and it is estimated to cost approximately \$6,000.

FINANCIAL STATEMENTS

MIDRIM MINING COMPANY LIMITED

AND ITS WHOLLY OWNED SUBSIDIARY, MIDRIM HOLDINGS LIMITED

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

FOR THE PERIOD FEBRUARY 1, 1965 TO MARCH 1, 1965

Source of funds:

Sale of Capital Stock 200,000 shares @ 32-1/2¢	\$65,000.00
---	-------------

Application of Funds:

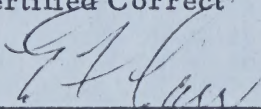
Option on 36 unpatented claims in Melba Township, Ontario	1,500.00
Melba Township Exploration	762.68
General and Administrative Expenses:	
Audit Fees	750.00
Filing Fee	200.00
Share Certificate Expense	454.47
Office Salaries	198.00
General and Office Expenses	88.15
	<u>\$ 3,953.30</u>

Excess of funds provided over funds expended representing an increase in working capital of	\$61,046.70
---	-------------

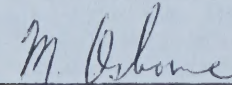
Working Capital, March 31, 1965	\$67,693.59
Working Capital, January 31, 1965	<u>6,646.89</u>

Increase	<u>\$61,046.70</u>
----------	--------------------

Certified Correct



E. F. Carr, President



M. Osborne, Treasurer

NOTE:

The company has also received payment for 200,000 shares at 32½¢ a share.

11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	<p>The Company has entered into an Agreement dated January 25th, 1965 with Thomas Boland, 23 Government Road West, Kirkland Lake; Charles L. Boland, 80 Poplar Avenue, Kirkland Lake; Derek Clark, 80 Poplar Avenue, Kirkland Lake and T. E. Bell, Drawer 219, O.N.R. Property, Larder Lake (the "Optionors") whereunder in consideration of the payment of the sum of \$500.00 the Company was granted a working option, with respect to 11 unpatented mining claims in Melba Township, Ontario, and being claims L87104 to and including L87112, L86312, L86313 (the "Mining Claims"). During the currency of the working option the Company is permitted to carry out such development work on the Mining Claims as it deems appropriate and if the option is fully exercised the Company may cause a new company ("Newco") to be incorporated to acquire the Mining Claims and 500,000 shares of the capital stock of Newco, which shall have an authorized capital of 5,000,000 shares shall be transferred to the Optionors. The Company shall be entitled to receive such additional number of vendor's shares of Newco as may be permitted by the then current policy followed by the Ontario Securities Commission and certificates representing 90% of all vendor's shares are to be held in escrow. To fully exercise said option, and in addition to the foregoing, further option payments totalling \$50,000 are required to be made as follows:- \$5,000 by January 25, 1966; \$5,000 by April 25, 1966; \$5,000 by July 25, 1966; \$5,000 by October 25, 1966 and \$30,000 by January 25, 1967.</p> <p>The Company has entered into an Agreement dated January 25th, 1965 with Roy Reaman, 15 Ontario Street, Bowmanville, Charles L. Boland, 80 Poplar Avenue, Kirkland Lake, Derek Clark, 80 Poplar Avenue, Kirkland Lake, John Goltz, 80 Poplar Avenue, Kirkland Lake and T. E. Bell, Drawer 219, O.N.R. Property, Larder Lake (the "Optionors") whereunder in consideration of the payment of the sum of \$1,000.00 the Company was granted a working option with respect to 25 unpatented mining claims in Melba Township, Ontario, and being claims L81961, L82464, L82465, L82466, L85866 to and including L85871, L86135, L86136, L86145 to and including L86150, L86317 to and including L86323 (the "Mining Claims"). During the currency of the working option the Company is permitted to carry out such development work on the Mining Claims as it deems appropriate and if the option is fully exercised the Company may cause a new company ("Newco") to be incorporated to acquire the Mining Claims and 500,000 shares of the capital stock of Newco, which shall have an authorized capital of 5,000,000 shares shall be transferred to the Optionors. The Company shall be entitled to receive such additional number of vendor's shares of Newco as may be permitted by the then current policy followed by the Ontario Securities Commission and certificates representing 90% of all vendor's shares are to be held in escrow. To fully exercise said option, and in addition to the foregoing, further option payments totalling \$50,000 are required to be made as follows:- \$5,000 by January 25, 1966; \$5,000 by April 25, 1966; \$5,000 by July 25, 1966; \$5,000 by October 25, 1966 and \$30,000 by January 25, 1967.</p>
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	So far as the Company is aware, no persons have received or are entitled to receive from the above respective vendors a greater than 5% interest in the consideration received or to be received by them.
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	There are no other material facts. Shares of the Company are presently in the course of primary distribution to the public.

DATED March 9th, 1965

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"E. F. Carr"

MIDRIM MINING COMPANY LIMITED

CORPORATE

by:

President

SEAL

"M. Osborne"

Treasurer

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

THOMSON, KERNAGHAN & CO. LIMITED

"F. C. Woolley"

By:

"J. G. Steen"

Digitized by the Internet Archive
in 2025 with funding from
University of Alberta Library

THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1254.
FILED, FEBRUARY 11th, 1965.

MIDRIM MINING COMPANY LIMITED

Full corporate name of Company
Incorporated under Part IV of The Corporations Act, 1953 (Ontario)
by Letters Patent of Amalgamation dated April 1, 1955
Particulars of incorporation (e.g., incorporated under Part IV of the Corporations Act, 1953 (Ontario) by Letters Patent dated May 1st, 1957).

Reference is made to previous Filing Statement No. 1087.

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	Underwriting and optioning of treasury shares see item 6
2. Head office address and any other office address.	Suite 911, 25 Adelaide Street West, Toronto, Ontario.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	EDWARD FRANKLIN CARR, President and Director, Doncrest Drive, Thornhill, Ontario, Mining Executive. B. NIXON APPLE, Q.C., Vice-President, Secretary and Director, 171 St. Leonards Avenue, Toronto, Ontario, Partner in the firm of Salter, Reilly, Jamieson & Apple, Toronto. MICHAEL OSBORNE, Treasurer and Director, 200 Park Home Avenue, Willowdale, Ontario, Chartered Accountant employed by Midrim Mining Company Limited and other associated corporations. ROBERT ALBERT GEISLER, Director, 111 Lawton Boulevard, Toronto, Ontario, Consulting Geophysicist. EDWIN SWEET GUILFORD, Director, 40 Sylvan Avenue, Tuckahoe, New York, U. S. A., Professional Engineer and Vice-President of Charles F. Noyes Co. Inc., New York. JOHN CHARLES LABBETT, Director, 22 Edenbridge Drive, Islington, Ontario, Broker and Partner of Davidson & Company. W. RALPH SALTER, Q.C., Director, 496 Russell Hill Road, Toronto, Ontario, Partner in the firm of Salter, Reilly, Jamieson & Apple, Toronto.
4. Share capitalization showing authorized and issued and outstanding capital.	5,000,000 shares of the par value of \$1.00 each of which 2,908,505 shares are issued and outstanding.
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	<p>The Company has entered into an agreement dated February 5th, 1965 with Thomson, Kernaghan & Co. Limited, 67 Richmond Street West, Toronto, Ontario, acting solely on behalf of clients, providing for the firm sale of 200,000 shares of the Company at 32½¢ per share payable within 3 business days of the date of acceptance for filing of this Filing Statement, such date of acceptance being referred to as the "acceptance date". Pursuant to said agreement, Thomson, Kernaghan & Co. Limited also acting on behalf of clients, have been granted options to purchase an additional 800,000 shares of the Company as follows:- 200,000 shares at 32½¢ per share exercisable within 3 months of the acceptance date; 200,000 shares at 37½¢ per share exercisable within 6 months of the acceptance date; 200,000 shares at 42½¢ per share exercisable within 9 months of the acceptance date and 200,000 shares at 47½¢ per share exercisable within 12 months of the acceptance date.</p> <p>Mr. Harry A. Pearson, 412 Glengary Avenue, Toronto, Ontario, Consulting Geologist to the Company, holds a stock incentive option entitling him to purchase all or any part of 50,000 shares of the Company at 35¢ per share exercisable in whole or in part and from time to time until August 31st, 1967.</p>
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	<p>In entering into the agreement referred to in item 6 hereof, Thomson, Kernaghan & Co. Limited was acting on behalf of Jefco Holdings Limited, 25 Adelaide Street West, Toronto, Ontario. The only persons having a greater than 5% interest in Jefco Holdings Limited are: Margaret E. Carr, John M. Carr, Jeffrey F. Carr and Margaret J. Carr all of Doncrest Drive, Thornhill, Ontario.</p> <p>Mr. Harry A. Pearson is the only person having an interest in the incentive option granted to him and referred to in item 6 hereof.</p>
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	none
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	<p>The Company has been negotiating with the owners of mining claims adjacent to its 10 mining claims in Loveland Township, Ontario, to arrange an interchange of geophysical information. Following completion of such interchange it is planned to have same reviewed by the Company's technical consultants for their recommendations as to diamond drilling.</p> <p>The Company in conjunction with Talisman Mines Limited as an equal partner with the Company (the "Developers") entered into an agreement with Algoma-Talisman Minerals Limited ("Algoma"), 25 Adelaide Street West, Toronto, Ontario, whereby in consideration of the payment by each of the Developers of the sum of \$2,500, the Developers were granted exclusive exploration rights to the south half of McOwen Township until October 31, 1967 by which date the Developers are to expend \$25,000 in development work. In the event of a mineral discovery, the Developers may form a new mining company with an authorized capital of 5,000,000 shares to acquire same and of which 400,000 shares shall be issued to Algoma and 400,000 shares to the Developers equally (plus additional shares in reimbursement of monies expended by the Developers for prior exploration work). Work on the foregoing area is planned to generally implement the recommendations of S. Guimond, Geologist, contained in the Report accompanying this Filing Statement. Reference is made to such report for applicable cost estimates of such work.</p>

FINANCIAL STATEMENTS

MIDRIM MINING COMPANY LIMITED

(Incorporated under the Laws of the Province of Ontario)
And its Wholly Owned Subsidiary, Micrim Holdings Limited

BALANCE SHEET AS AT JANUARY 31, 1965

ASSETS

CURRENT ASSETS

Cash
Accounts Receivable

Shares in Other Companies

Multi - Minerals Limited at cost less
amount written off
674,905 shares (quoted market value
\$195,722.)

Other listed shares at cost less
amount written off (quoted market
value \$150,161.)
Unlisted shares at nominal value

Interest in Subsidiary Company

Sturdy Mines Limited
1,655,000 shares at cost less
amount written off

Advances

Mining Properties, Claims and Leases at cost
Land and mineral leases located in
Adelaide Township, Ontario
10 unpatented mining claims, Loveland Twp.,
Ontario, acquired for 175,000 shares of
capital stock and \$10,000 cash
Option on Mineral Rights, McOwen Twp., Ont.

Other Assets and Deferred Expenditures

Prepaid expenses
Exploration, development and administrative
expenditures deferred

LIABILITIES

CURRENT LIABILITIES

Accounts payable and accrued liabilities

SHAREHOLDERS' EQUITY

Capital stock

Authorized - 5,000,000 shares of \$1 each

Issued - 3,083,505 shares

Less discount on shares

Contributed surplus

Note: The company has granted an option to its
Consulting Geologist to purchase 50,000
shares of the company's capital stock at
35¢ per share expiring August 31, 1967

CERTIFIED CORRECT AND APPROVED ON BEHALF OF THE BOARD:-

.....
E. F. Carr, President
.....
M. Osborne, Treasurer

\$ 6,347.86

3,083,505.00

2,339,226.15

744,278.85

98,226.71

842,505.56

251,257.23
18,570.93

269,828.16

77,656.76

71,250.00
2,500.00

151,406.76

515.00

226,945.27

227,460.27

\$848,853.42

\$848,853.42

MIDRIM MINING COMPANY LIMITED

And its Wholly Owned Subsidiary, Midrim Holdings Limited

Statement of Exploration, Development and
Administrative Expenditures Deferred

For the period April 15, 1964 to January 31, 1965

Exploration Expenditures

Adelaide Township, Ontario	\$ 1,238.89
Loveland Township, Ontario	4,741.53
McOwen Township, Ontario	2,074.25
Waltham area, Quebec	7,601.90
General exploration expenditures	<u>181.09</u>

Total exploration expenditures 15,837.66

Administrative and Corporate Expenses

Executive Salaries	1,333.36	
Office Salaries	2,249.16	
Office Rent	885.00	
Office and General Expenses	1,493.36	
Legal and Audit Fees	3,981.60	
Transfer and Registrar Expense	2,816.13	
Shareholders' Information	3,564.80	
Interest Expense	<u>242.29</u>	<u>16,565.70</u>

Expenditures for the period 32,403.36

Balance deferred at April 15, 1964 194,541.91

Balance deferred at January 31, 1965 \$226,945.27

Statement of Deficit and Contributed Surplus

For the period April 15, 1964 to January 31, 1965

Balance of Deficit at April 15, 1964 577,042.91

Add:

Investment in subsidiary, Sturdy Mines Limited written down	62,892.77
Adjustment on profit on sale of securities	<u>1,216.46</u>

Balance of Deficit at October 31, 1964 641,152.14

Deduct:

Balance November 1, 1963 arising from the reduction in capital upon amalgamation in 1955	<u>739,378.85</u>
---	-------------------

Contributed Surplus, January 31, 1965 \$ 98,226.71

MIDRIM MINING COMPANY LIMITED

And its Wholly Owned Subsidiary, Midrim Holdings Limited

SECURITIES

January 31, 1965

	<u>Market Price</u>	<u>Market Value</u>	<u>Cost less amounts Written off</u>
Multi - Minerals Limited			
674,905 shares	.29	<u>\$195,722.</u>	<u>\$125,794.87</u>
OTHER LISTED SHARES			
176,660 Texmont Mines Limited	.85	<u>\$150,161.00</u>	<u>\$ 61,360.61</u>
UNLISTED SHARES			
265,833 Carlmand Mines (including 182,250 shares in escrow)			\$1.00
141,500 Deranco Mines (including 100,800 shares in escrow)			1.00
400,000 Fallmac Nickel Mines (including 90,000 shares in escrow)			nil
365,500 Mansa Exploration Co. (including 94,500 shares in escrow)			1.00
133,000 Nicoba Mines			1.00
77 Obalski (1945) Ltd.			1.00
28,000 Pacemaker Mines and Oils			1.00
9,000 Pitchvein Mines (in escrow)			1.00
113,333 Saxon Mining Company			<u>1.00</u>
			<u>\$8.00</u>

MIDRIM MINING COMPANY LIMITED

And its Wholly Owned Subsidiary, Midrim Holdings Limited

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

For the period April 15, 1964 to January 31, 1965

Funds Provided:

Sale of 250,000 shares of capital stock @ 35¢ per share \$ 87,500.00

Funds Expended:

Purchase of 10 unpatented claims in Loveland Twp. \$10,000.00

Paid for option on mineral rights in McOwen Twp. 2,500.00

Advances to Sturdy Mines Limited 7,738.36

Exploration Expenditures:

Waltham area, Quebec 7,499.90

Loveland Township, Ontario 4,741.53

McOwen Township, Ontario 2,074.25

Adelaide Township, Ontario 1,238.89

General Exploration 181.09

Administrative and Corporate Expenses 16,565.70 52,539.72

Excess of funds provided over funds expended represented
by the following increase in working capital during
the period:

Working capital deficit, April 15, 1964 28,313.39

Working capital, January 31, 1965 6,646.89 \$34,960.28

CERTIFIED CORRECT

.....
E. F. Carr, President

.....
M. Osborne, Treasurer

GEOLOGIST'S REPORT

Note:-The following are excerpts from a report by S. Guimond, B. Sc., dated, February 3rd, 1965, on mining claims located in McOwen Township, District of Sudbury, Ontario. A complete copy of this report is on file with the Toronto Stock Exchange.

CONCLUSIONS AND RECOMMENDATIONS

For convenience, target sections in McOwen Township are numbered and listed in order of importance, and it is recommended that Area Nos. 1 and 2 be drill tested and that Area No. 3 be ground checked with combined magnetometer and electromagnetic surveys:-

<u>Area No.</u>	<u>Particulars and Acreage</u>
1.	Magnetic "high" and two diabase dykes and a good E.M. conductor, 360 acres.
2.	Two magnetic "lows", a diabase dyke and 5 E.M. conductors, 640 acres.
3.	Magnetic "low" along the granite contact with "high" at the south and two diabase dykes, 1,200 acres.
4.	Two magnetic "highs" with 2 "lows", 1,280 acres.
5.	Part of magnetic "low" and three quarters of a mile of curved granite contact, 320 acres.
6.	Magnetic "low", striking north-south and over two miles of granite contact, 640 acres.
7.	Magnetic "high" and "low" near the main fault, 400 acres.
8.	Magnetic "high" and 2 "lows", 1,150 acres.

The estimated cost of diamond drilling 7 drill holes totalling 3,800 feet is \$24,000.00.

The geophysical survey recommended would require approximately 23 miles of traverses. The total cost of combined Electromagnetic and Magnetometer surveys including line cutting, chaining and transportation, is estimated at \$7,000.00.

Respectfully submitted,

GEO-TECHNICAL DEVELOPMENT CO. LIMITED,

STAN GUIMOND, B.Sc.,
Geologist.

SG:S

February 3rd., 1965.

62 Richmond Street, West,
Toronto, 1, Ontario.

RECOMMENDED DIAMOND DRILLING SCHEDULE

<u>D.D.H. No.</u>	<u>LOCATION</u>	<u>DEPTH FEET</u>	<u>DIRECTION (AST)</u>
1.	Line 20 East at 1,720' N.O.B.L. and 85' E.	500	S. 18° E.
2.	Line 16 East at 1,740' N.O.B.L. and 100' East	700	S. 18° E.
3.	Line 12 East at 1,440' N.O.B.L. and 60' East	500	S. 30° W.
4.	Line 24 East at 1,060' N.O.B.L. and 90' West	500	N. 20° E.
5.	Line 8 East at 470' S.O.B.L.	500	N.
6.	Line 16 East at 2,220' S.O.B.L.	500	S. 10° W.
7.	Line 24 East at 2,680' S.O.B.L.	<u>600</u>	S.
		<u>3,800</u>	

All holes to be drilled at 45° inclination.

Stan Guimond
STAN GUIMOND, B.Sc.

C E R T I F I C A T E

I, Stanislas Guimond, of Scarborough, in the Province of Ontario, hereby certify:

1. THAT I reside at 52 Wolcott Ave., Scarborough, Ontario.
2. THAT I hold a Degree, B.Sc., in Geology, 1935, University of New Brunswick, Fredericton, N.B., and that I have been practicing my profession as Geologist for a period of twenty-three years.
3. THAT I have no interest directly or indirectly, nor do I expect to receive any interest directly or indirectly in the property on which this report is made or in the securities of any of Midrim Mining Company Limited, Talisman Mines Limited and Algoma-Talisman Minerals Limited.
4. THAT this report is based on personal examination on two sections of the property and the study of Geological Survey of Canada Map No. 290A, Rush Lake by Bannerman, 1933, and Province of Ontario Department of Mines Airborne Magnetic Survey Map 2262-G, 1963, scale 1 inch to 1 mile.

Stan Guimond
S. GUIMOND, B. Sc.

DATED at Toronto, Ontario,
this third day of February, 1965.

10. Brief statement of company's chief development work during past year.	During the past year the Company has completed a geophysical survey followed by geophysical interpretations with respect to 10 mining claims in Loveland Township, Timmins Area, Ontario. The Company also carried out considerable prospecting, geophysical work and trenching in the Waltham area Province of Quebec.																	
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	none																	
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	not applicable																	
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	Certificates representing 157,500 shares of the Company are held in escrow subject to release on the written consent of the Toronto Stock Exchange.																	
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	Louis Cadesky, W. A. Carter, Mistango River Mines Limited	365 Bay Street, Toronto Ontario. 209 Strathallan Wood, Toronto, Ontario. 365 Bay Street, Toronto, Ontario.	14,325 21,475 78,750															
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	Multi-Minerals Limited E. F. Carr Davidson & Co Thomson, Kernaghan & Co., L. M. Atwell	25 Adelaide St. West, Toronto, Ontario. 25 Adelaide St. West, Toronto, Ontario. 25 Adelaide St. West, Toronto, Ontario. 365 Bay Street, Toronto, Ontario. 330 Bay Street, Toronto, Ontario.	402,115 (1) 190,598 (11) 103,906(111) 102,041(111) 98,305(111)															
	(1)	of which 412,883 shares are beneficially owned.																
	(11)	of which 120,624 shares beneficially owned.																
	(111)	beneficial ownership not known.																
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	None, except that the directors of the Company on a solicitation of proxies may be in a position to elect or cause to be elected a majority of the directors of the Company.																	
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<table><thead><tr><th></th><th>Cost:</th><th>Market:</th></tr></thead><tbody><tr><td>674,905 Multi-Minerals Limited</td><td>\$125,794.87</td><td>\$114,730.</td></tr><tr><td>176,660 Texmont Mines Limited</td><td>61,360.61</td><td>185,493.</td></tr><tr><td>990,000 Sturdy Mines Limited (escrowed)</td><td>251,257.23</td><td>nil</td></tr><tr><td>665,000 Sturdy Mines Limited</td><td></td><td>66,500.</td></tr></tbody></table> <p>In addition to the foregoing the Company has shares of a number of unlisted companies carried at a book value of \$8.00.</p>				Cost:	Market:	674,905 Multi-Minerals Limited	\$125,794.87	\$114,730.	176,660 Texmont Mines Limited	61,360.61	185,493.	990,000 Sturdy Mines Limited (escrowed)	251,257.23	nil	665,000 Sturdy Mines Limited		66,500.
	Cost:	Market:																
674,905 Multi-Minerals Limited	\$125,794.87	\$114,730.																
176,660 Texmont Mines Limited	61,360.61	185,493.																
990,000 Sturdy Mines Limited (escrowed)	251,257.23	nil																
665,000 Sturdy Mines Limited		66,500.																
18. Brief statement of any lawsuits pending or in process against company or its properties.	none																	
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	none																	
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	There are no other material facts. Shares of the Company underwritten as referred to in item 6 will be in the course of primary distribution to the public.																	

CERTIFICATE OF THE COMPANY

DATED February 5th, 1965

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

MIDRIM MINING COMPANY LIMITED
 "E. F. Carr" By: President CORPORATE SEAL
 "M. Osborne" M. Osborne

CERTIFICATE OF UNDERWRITER OR OPTIONEE Treasurer

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

THOMSON, KERNAGHAN & CO. LIMITED
 "F. C. Woolley" By: F. C. Woolley
 "J. G. Steen" J. G. Steen